

RECORDATION NO. 5753-A Filed & Recorded
SEP 23 1970 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT

DATED AS OF SEPTEMBER 1, 1970

SUPPLEMENTING

LEASE AND PURCHASE AGREEMENT.

DATED AS OF JUNE 15, 1970

BETWEEN

ACF INDUSTRIES, INCORPORATED,
Lessor

AND

TRAILER TRAIN COMPANY,
Lessee

THIS SUPPLEMENTAL AGREEMENT dated as of September 1, 1970,
between ACF INDUSTRIES, INCORPORATED (hereinafter called the "Lessor")
and TRAILER TRAIN COMPANY (hereinafter called the "Lessee");

WITNESSETH:

WHEREAS, the Lessor and Lessee have entered into a Lease and Purchase Agreement dated as of June 15, 1970 (hereinafter called the "Lease"), which Lease was recorded with the Interstate Commerce Commission under Section 20c of the Interstate Commerce Act on June 18, 1970, at 12:20 P.M. and assigned Recordation No. 5753; and

WHEREAS, Lessor and Lessee desire to supplement and amend the Lease in certain respects, as hereinafter more fully described:

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth the parties hereto do hereby agree as follows:

1. Sections 2 and 4 of the Lease and Purchase Agreement dated June 15, 1970, as hereby amended by the deletion of (36) 89'4" Low Level Flat Cars, without components, except hydraulic draft gears and couplers to be numbered 810281, 810284, 810292 to 810317 and 810322 to 810329, all inclusive, to be purchased at \$17,412.00, each.

2. The Lease, as supplemented by this Agreement, shall continue in full force and effect.

3. Lessee will, at its expense, upon execution and delivery of this Agreement, cause the same to be duly filed and recorded with the Interstate

Commerce Commission in accordance with Section 20c of the Interstate Commerce Act, as amended, and wherever else required in order to publish notice of and to protect the title of Lessor to the cars.

IN WITNESS WHEREOF, the parties, hereto have caused this instrument to be executed in their behalf and sealed with their respective seals as of the date first above written.

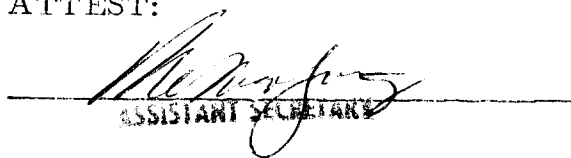
ACF INDUSTRIES, INCORPORATED

By:



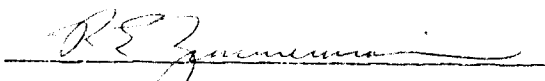
VICE PRESIDENT

ATTEST:


ASSISTANT SECRETARY

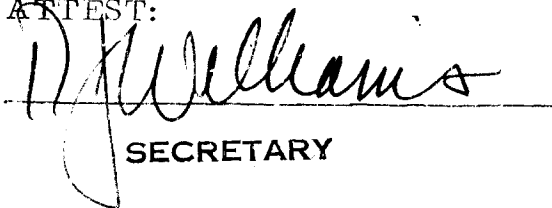
TRAILER TRAIN COMPANY

By:



Assistant Treasurer

ATTEST:


SECRETARY

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 10th day of September, 1970, before me
personally appeared **W. W. WILSON**, to me personally
known, who, being by me duly sworn, says that he is **VICE PRESIDENT**
of ACF Industries, Incorporated, that the seal affixed to the foregoing
instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said corporation.



EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1972

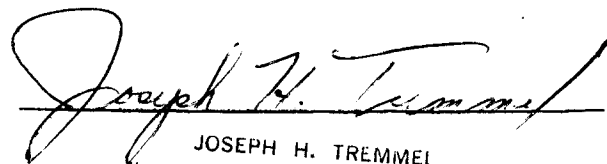
COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

On this 4th day of SEPTEMBER, 19 70 before me

personally appeared, R. E. Zimmerman, to me personally

known, who, being by me duly sworn, says that he is Assistant Treasurer

of Trailer Train Company, that the seal affixed to the fore-
going instrument is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation by authority
of its Board of Directors and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.



JOSEPH H. TREMMEL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires April 8, 1974